

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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<b>In re</b>	)	<b>PROMESA Title III</b>
	)	
<b>THE COMMONWEALTH OF PUERTO</b>	)	<b>No. 17 BK 3283-LTS</b>
<b>RICO <i>et al.</i>,</b>	)	<b>(Jointly Administered)</b>
	)	
<b>Debtors.<sup>1</sup></b>	)	<b>Re: Dkt. Nos. 2751, 2755, 3564, 3658, 4298, 4283,</b>
	)	<b>4286, 4288, 4327, 5808, 6982, 5717, 5801, 5973, 5780,</b>
	)	<b>5782, 5811, 5822</b>
	)	
	)	<b>Hearing date:</b> July 24, 2019 at 9:30 a.m. (AST)
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**FEE EXAMINER’S SUPPLEMENTAL REPORT AND STATUS REPORT ON  
UNCONTESTED INTERIM FEE APPLICATIONS RECOMMENDED FOR  
COURT APPROVAL AT OR BEFORE THE OMNIBUS HEARING  
SCHEDULED FOR JULY 24, 2019 AT 9:30 A.M. (AST)**

TO: HON. LAURA TAYLOR SWAIN,  
UNITED STATES DISTRICT JUDGE

This supplemental report recommends 18 previously deferred uncontested interim fee applications for the Court’s approval at or before the July 24, 2019 omnibus hearing. The Fee Examiner recommends the Court’s approval of these applications, with adjustments, through the entry of the attached proposed order.

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

## SUPPLEMENTAL REPORT

On June 5, 2019, the Fee Examiner filed the *Fee Examiner's Fifth Interim Report on Professional Fees and Expenses (October 1, 2018-January 31, 2019)* [Dkt. No. 7233] (the "**Fifth Interim Fee Period Report**"). The Fifth Interim Fee Period Report recommended the approval of an initial group of interim fee applications for the Fourth (June 1, 2018-September 30, 2018) and Fifth Interim Fee Periods. It also notified the Court, the parties and the public of the consensual deferral of a group of applications for later consideration (the "**Deferred Interim Fee Applications**").

On June 12, 2019, the Court held a hearing on the Fifth Interim Fee Period Report and, on June 26, 2019, the Court entered the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Fifth Compensation Period From October 1, 2018 Through January 31, 2019* [Dkt. No. 7670] (the "**Fifth Interim Compensation Order**") allowing, with adjustments, 27 interim fee applications.

The Fee Examiner now recommends for approval, on an uncontested basis, 18 additional interim fee applications as outlined on **Exhibit A**. The Deferred Interim Fee Applications listed on **Exhibit B** remain the subject of discussions. Those applications will, with the continued consent of the applicants and with the Court's permission, be deferred for consideration to the September 11, 2019 omnibus hearing or a later date.

Professionals began filing Sixth Interim Fee Period (February 1 – May 31, 2019) applications on or around July 15, 2019. The Fee Examiner expects to report on some of those applications in connection with the October 30, 2019 omnibus hearing. Altogether, 53 professional firms are now or have been subject to the review process, which continues to be generally cooperative and timely. This pattern should continue, but only with ongoing adherence

to the Court's comments from the bench and the Fee Examiner's written guidance, including the U.S. Trustee Guidelines.

### **STATUS REPORT**

Several issues are of note, including continuing concern about duplicative advocacy in general and particularly with respect to the joint prosecution of hundreds of estate causes of action. This issue has potentially significant cost consequences both prospective and retrospective. In addition, the pending *Definitive Restructuring Support Agreement* [PREPA Dkt. No. 1235, Exh. A, Sched. 1] (the "**PREPA RSA**") and related Rule 9019 Motion have triggered a cascade of discovery, also raising the potential for over-attendance and inefficient staffing.

The Fee Examiner has reminded all professionals of the standard applied to deposition attendance since the outset. The Fee Examiner will recommend compensation for the attendance of two timekeepers when a professional's firm is taking a deposition or participating significantly in the questioning of a witness and, in addition, one member of the firm's sponsoring Puerto Rico counsel. To defend a deposition, one professional's attendance, plus one Puerto Rico firm, is presumptively compensable. Compensation for observers or those with only a tangential role at depositions will be recommended for disallowance. Professionals with an interest in the subject of a deposition but not directly participating will continue to be encouraged to abstain from monitoring depositions live and, instead, to review excerpts of the transcript containing testimony pertinent to the professional's work on the cases.

The Fee Examiner reiterates the concern, shared with the Court at the July 11, 2019 status conference, about the provisions of the PREPA RSA permitting the undisclosed and unchecked reimbursement of professional fees and expenses for parties supporting the agreement. That provision, as described in Section 22, has the potential to further increase the already significant

professional fee expenses borne by PREPA ratepayers. Subject to further discussion, the provision will be the subject of a limited objection to the *Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(A)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement and Tolling Certain Limitations Periods* [PREPA Dkt. No. 1235].

### RECOMMENDATIONS

Pursuant to the Interim Compensation Order, the Court may grant an Interim Fee Application without a hearing if the Fee Examiner recommends approval of the Interim Fee Application(s) in full or in part, and there are no objections from a party in interest. *Interim Compensation Order* at ¶ 2(j). There have been no objections filed to these applications, and the Fee Examiner has not yet found it necessary to file an objection.

Attached to this Supplemental Report as **Exhibit C** is a proposed *Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Fourth and Fifth Interim Compensation Periods* (the “**Proposed Supplemental Fifth Interim Compensation Order**”), which embodies the consensual reductions recommended in this report. The Proposed Supplemental Fifth Interim Compensation Order in MS Word format will be submitted to chambers upon the filing of this Supplemental Report.

The Fee Examiner asks that the Court enter the Proposed Supplemental Fifth Interim Compensation Order at its earliest convenience. As the Fee Examiner’s informative motion will disclose, the Fee Examiner and mainland counsel do not intend to appear in person at the July 24, 2019 omnibus hearing if the Court enters the Proposed Supplemental Fifth Interim Compensation Order on or before Monday, July 22, 2019, unless the Court so requests.

Dated: July 17, 2019.

**WE HEREBY CERTIFY** that on this date, we electronically filed the foregoing motion with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE LEGAL STRATEGIES, PSC

s/Eyck O. Lugo

Eyck O. Lugo  
Vilmarys M. Quiñones Cintrón  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Telephone: (787) 522-2000  
Facsimile: (787) 522-2010

*Puerto Rico Counsel for Fee Examiner*

GODFREY & KAHN, S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Telephone: (608) 257-3911  
Facsimile: (608) 257-0609

Brady Williamson (*Pro Hac Vice*)  
*Fee Examiner*

Katherine Stadler (*Pro Hac Vice*)  
*Counsel for the Fee Examiner*

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## **EXHIBIT A**

## Second - Fifth Interim Fee Period Applications Recommended for Approval

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Second Interim (October 1, 2017 - January 31, 2018)</b>								
<i>Financial Advisors to the Puerto Rico Fiscal Agency and Financial Advisory Authority</i>								
1-a	Ankura Consulting Group, LLC [Dkt. No. 2751]	10/01 - 1/31/2018	\$ 3,937,979.00	\$ 121,020.75	\$ 175,457.10	\$ 8,775.41	\$ 3,816,958.25	\$ 166,681.69
<i>Financial Advisors to PREPA</i>								
1-b	Ankura Consulting Group, LLC [Dkt. No. 2755]	10/01 - 1/31/2018	\$ 3,475,283.50	\$ 121,020.75	\$ 153,684.90	\$ 8,775.41	\$ 3,354,262.75	\$ 144,909.49
<b>Third Interim (February 1, 2018 - May 31, 2018)</b>								
<i>Financial Advisors to Commonwealth</i>								
2-a	Ankura Consulting Group LLC [Dkt. No. 3564]	2/01 - 5/31/2018	\$ 2,002,323.50	\$ 87,086.73	\$ 128,217.60	\$ 20,590.47	\$ 1,915,236.77	\$ 107,627.13
<i>Financial Advisors to PREPA</i>								
2-b	Ankura Consulting Group LLC [17-04780 Dkt. No. 918; First Amended Dkt. No. 3658]	2/01 - 5/31/2018	\$ 3,325,832.00	\$ 87,086.72	\$ 261,639.11	\$ 20,590.46	\$ 3,238,745.28	\$ 241,048.65
<b>Fourth Interim Fee Period (June 1 - September 30, 2018)</b>								
<i>Counsel to AAFAF - Commonwealth</i>								
3-a	O'Melveny & Myers [Dkt. No. 4298]	6/01 - 9/30/2018	\$ 4,967,118.86	\$ 126,414.16	\$ 125,613.01	\$ 2,284.52	\$ 4,840,704.70	\$ 123,328.49
<i>Counsel to AAFAF - COFINA</i>								
3-b	O'Melveny & Myers [Dkt. No. 4283 -- 17-03284 Dkt. No. 350]	6/01 - 9/30/2018	\$ 1,339,632.66	\$ 34,093.92	\$ 4,436.91	\$ 80.69	\$ 1,305,538.74	\$ 4,356.22
<i>Counsel to AAFAF - HTA</i>								
3-c	O'Melveny & Myers [Dkt. No. 4286 -- 17-3567 Dkt. No. 527]	6/01 - 9/30/2018	\$ 54,282.40	\$ 1,381.50	\$ 1,225.20	\$ 22.28	\$ 52,900.90	\$ 1,202.92
<i>Counsel for AAFAF - ERS</i>								
3-d	O'Melveny & Myers [Dkt. No. 4288 -- 17-03566 Dkt. No. 346]	6/01 - 9/30/2018	\$ 184,302.74	\$ 4,690.54	\$ 5,587.39	\$ 101.62	\$ 179,612.20	\$ 5,485.77
<i>Counsel to AAFAF - PREPA</i>								
3-e	O'Melveny & Myers [Dkt. No. 4327 -- 17-04780 Dkt. No. 1030]	8/10 - 9/30/2018	\$ 407,832.68	\$ 10,379.42	\$ 4,650.14	\$ 84.57	\$ 397,453.26	\$ 4,565.57
<b>Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)</b>								
<i>Financial Advisor to FOMB</i>								
4	Ernst & Young [Dkt. No. 5808]	10/1/2018 - 1/31/2019	\$ 3,053,407.50	\$ 30,725.17	\$ 121,966.01	\$ 14,443.35	\$ 3,022,682.33	\$ 107,522.66
<i>Macroeconomic Consultant to FOMB</i>								
5	Andrew Wolfe [Dkt. No. 6982]	10/1/2018 - 1/31/2019	\$ 100,000.00	\$ -	\$ 3,235.85	\$ 315.00	\$ 100,000.00	\$ 2,920.85
<i>Special Debt Financing Counsel for PREPA</i>								
6	Norton Rose Fulbright US LLP [Dkt. No. 5717 and 17-04780 Dkt. No. 1130]	10/1/2018 - 1/31/2019	\$ 424,724.50	\$ 14,924.75	\$ -	\$ -	\$ 409,799.75	\$ -
<i>Counsel to AAFAF</i>								
7	DLA Piper [Dkt. No. 5801]	10/1/2018 - 1/31/2019	\$ 152,473.00	\$ 12,216.82	\$ 568.53	\$ -	\$ 140,256.18	\$ 568.53
<i>Macroeconomic Support Services to AAFAF</i>								
8	DevTech Systems, Inc. [Dkt. No. 5973]	8/1/2018 - 1/31/2019	\$ 610,457.65	\$ 26,269.65	\$ -	\$ -	\$ 584,188.00	\$ -
<i>COFINA Agent</i>								
9	Bettina Whyte [Dkt. No. 5780]	10/1/2018 - 2/12/2019	\$ 158,770.00	\$ 2,680.00	\$ 1,686.98	\$ -	\$ 156,090.00	\$ 1,686.98
<i>Counsel to COFINA Agent</i>								
10	Willkie Farr & Gallagher LLP [Dkt. No. 5782]	10/1/2018 - 2/12/2019	\$ 522,279.50	\$ 57,967.96	\$ 13,607.57	\$ 1,244.69	\$ 464,311.54	\$ 12,362.88
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>								
11	Bennazar Garcia Milian C.S.P. [Dkt. No. 5811]	10/1/2018 - 1/31/2019	\$ 281,772.50	\$ 2,275.00	\$ 1,540.07	\$ -	\$ 279,497.50	\$ 1,540.07
<i>Counsel to the Official Committee of Unsecured Creditors</i>								
12	Paul Hastings [Dkt. No. 5822]	10/1/2018 - 1/31/2019	\$ 4,705,215.50	\$ 195,737.33	\$ 95,438.11	\$ 606.96	\$ 4,509,478.17	<b>FN1</b> \$ 94,831.15

**FN1** - The Fee Examiner recommends that, for the fifth interim fee period, and only this period, the stipulated fee reductions identified on this Exhibit, other than \$88,842.17 on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$4,458,244.32 (i.e., \$4,705,215.50 minus (a) a credit of \$158,129.01 for fee reductions pursuant to the order approving Paul Hastings' Third and Fourth Interim Fee Application and minus (b) the aforementioned credit of \$88,842.17) for services rendered during the Compensation Period.

## **EXHIBIT B**



## Third - Fifth Interim Fee Period Applications to be DEFERRED

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Third Interim (February 1, 2018 - May 31, 2018)</b>								
<i>Investment Banker and Financial Advisor to FOMB</i>								
1	Citigroup Global Markets Inc. [Dkt. No. 4020]	2/01 - 5/31/2018	\$ 1,803,571.43		\$ 40,912.98			
<b>Fourth Interim (June 1, 2018 - September 2018)</b>								
<i>Financial Advisors to Commonwealth</i>								
2-a	Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
<i>Financial Advisors to PREPA</i>								
2-b	Ankura Consulting Group, LLC [Dkt. No. 1048 (17-04780)]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
<i>Investment Banker and Financial Advisor to FOMB</i>								
3	Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00		\$ 20,450.63			
<i>Financial Advisor and Investment Banker to AAFAF</i>								
4	Rothschild & Co US Inc. [Dkt. No. 4260]	6/01 - 9/30/2018	PREVIOUSLY	APPROVED	\$ 63,468.70			
<b>Fifth Interim (October 1, 2018 - January 2019)</b>								
<i>Bankruptcy Counsel to Debtors - Commonwealth</i>								
5-a	Proskauer Rose LLP [Dkt. No. 7046]	10/1/2018 - 1/31/2019	\$ 7,039,833.22		\$ 286,789.32			
<i>Bankruptcy Counsel to Debtors - COFINA</i>								
5-b	Proskauer Rose LLP [Dkt. No. 7054 -- 17-03284 Dkt. No. 636]	10/1/2018 - 1/31/2019	\$ 4,598,569.08		\$ 93,096.52			
<i>Counsel for Debtors - HTA</i>								
5-c	Proskauer Rose [Dkt. No. 7047 -- 17-03567 Dkt. No. 565]	10/1/2018 - 1/31/2019	\$ 913,485.37		\$ 43,161.01			
<i>Counsel for Debtors - ERS</i>								
5-d	Proskauer Rose [Dkt. No. 7049 -- 17-03566 Dkt. No. 521]	10/1/2018 - 1/31/2019	\$ 764,444.39		\$ 49,023.60			
<i>Counsel for Debtors - PREPA</i>								
5-e	Proskauer Rose [Dkt. No. 7052 -- 17-04780 Dkt. No. 1247]	10/1/2018 - 1/31/2019	\$ 2,690,790.26		\$ 78,301.24			
<i>Consulting Services Provider to FOMB - PREPA</i>								
6-a	McKinsey & Company, Inc. [Dkt. No. 5802 and 17-04780 Dkt. No. 1132]	10/1/2018 - 1/31/2019	\$ 2,960,000.00		\$ -			
<i>Consulting Services Provider to FOMB - Commonwealth</i>								
6-b	McKinsey & Company, Inc. [Dkt. No. 5804]	10/1/2018 - 1/31/2019	\$ 5,670,000.00		\$ -			
<i>Consulting Services Provider to FOMB - HTA</i>								
6-c	McKinsey & Company, Inc. [Dkt. No. 5805 and 17-03567 Dkt. No. 543]	10/1/2018 - 1/31/2019	\$ 1,240,000.00		\$ -			
<i>Neutral Vendor for FOMB</i>								
7	EPIQ Corporate Restructuring and EPIQ eDiscovery Solutions [Dkt. No. 5917]	8/14/2018 - 11/30/2018	\$ 148,745.00		\$ 103,537.58			
<i>Puerto Rico Counsel to FOMB</i>								
8	O'Neill & Borges LLC [Dkt. No. 6296]	10/1/2018 - 1/31/2019	\$ 418,754.85		\$ 6,604.94			
<i>Financial Advisors to Commonwealth</i>								
9	Conway MacKenzie [Dkt. No. 7439]	11/1/2018 - 2/28/2019	\$ 4,000,000.00		\$ -			

## Third - Fifth Interim Fee Period Applications to be DEFERRED

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Independent Forensic Analysis Team to FOMB</i>							
10	Duff & Phelps LLC [Dkt. No. 5800]	11/1/2018 - 1/31/2019	\$ 1,914,104.50		\$ 71,798.08			
	<i>Counsel for PREPA</i>							
11	Greenberg Traurig [Dkt. No. 5716 and 17-04780 Dkt. No. 1129]	10/1/2018 - 1/31/2019	\$ 1,040,868.60		\$ 18,115.44			
	<i>Puerto Rico Counsel for PREPA</i>							
12	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-04780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Financial Advisors to PREPA</i>							
13	Ankura Consulting Group, LLC [Dkt. No. 1137 (17-04780)]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Counsel to AAFAF - PREPA</i>							
14-a	O'Melveny & Myers [Dkt. No. 6042 and 1147 (17-04780)]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
14-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
14-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
14-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
14-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
	<i>Puerto Rico Counsel for AAFAF</i>							
15	Marini Pietrantoni Muniz LLC [Dkt. No. 5825]	10/1/2018 - 1/31/2019	\$ 302,011.65		\$ 5,930.22			
	<i>Special Municipal Bankruptcy Counsel for COFINA Agent</i>							
16	Klee Tuchin Bofdanoff & Stern LLP [Dkt. No. 5783]	10/1/2018 - 2/12/2019	\$ 279,280.50		\$ 379.61			

## **EXHIBIT C**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re**

**THE COMMONWEALTH OF PUERTO RICO**  
*et al.,*

**Debtors.**<sup>1</sup>

## PROMESA Title III

**No. 17 BK 3283-LTS**  
**(Jointly Administered)**

**Re: Dkt. Nos. 2751, 2755, 3564, 3658, 4298, 4283,  
4286, 4288, 4327, 5808, 6982, 5717, 5801, 5973, 5780,  
5782, 5811, 5822**

**Hearing date:** July 24, 2019 at 9:30 a.m. (AST)

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE FIFTH INTERIM COMPENSATION PERIOD  
FROM OCTOBER 1, 2019 THROUGH JANUARY 31, 2019**

This matter coming before the Court on the interim fee applications (together Dkt. Nos. 2751, 2755, 3564, 3658, 4298, 4283, 4286, 4288, 4327, 5808, 6982, 5717, 5801, 5973, 5780, 5782, 5811, 5822 (the “**Applications**”)) indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Period**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures of Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the supplemental report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. \_\_\_\_]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Period and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Period, each in the respective amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay, except as otherwise indicated on **Exhibit A**, each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Period.

4. Pursuant to the Fee Examiner’s supplemental report, the first interim fee applications listed on the attached **Exhibit B** remain adjourned for consideration at a later hearing date.

SO ORDERED.

Dated: July \_\_\_\_, 2019.

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LAURA TAYLOR SWAIN  
United States District Judge

20901757.1